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Entered on Docket  
May 19, 2011

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Hon. Linda B. Riegle  
United States Bankruptcy Judge

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Attorneys for USACM Liquidating Trust

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA

In re:

USA COMMERCIAL MORTGAGE  
COMPANY,

Debtor.

Case No. BK-S-06-10725-LBR

CHAPTER 11

**Order Sustaining Third Omnibus Objection  
Of USACM Trust To Proofs Of Claim Based  
Entirely Upon Investment In The Oak Shores  
II Loan**

Hearing Date: May 9, 2011

Hearing Time: 10:30 a.m.

The Court having considered the "Third Omnibus Objection Of USACM Trust To Proofs Of Claim Based Entirely Upon Investment in The Oak Shores II Loan ("Oak Shores") [DE 8306] (the "Objection"); the Court having heard the Objection on May 9, 2011; appropriate notice of the Objection having been given; no response to the Objection having been filed; the Court noting on the record that the disallowance of the Claims listed

1 on Exhibit A does not affect the direct lenders' right to repayment by the Borrower or  
2 from the collateral securing the Oak Shores II Loan, and good cause appearing:

3 **IT IS ORDERED** that:

4 1. The Objection [DE 8306] is sustained; and  
5 2. The claims listed on **Exhibit A** attached are disallowed in their entirely since  
6 and to the extent that those claims are based upon an investment in the Oak Shores II  
7 Loan.

8  
9 PREPARED AND RESPECTFULLY SUBMITTED BY:

10 **LEWIS AND ROCA LLP**

11  
12 By /s/ John Hinderaker  
13 Robert M. Charles, Jr.  
14 John Hinderaker (*pro hac vice*)  
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*Attorneys for USACM Liquidating Trust*

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LOCAL RULE 9021 CERTIFICATION

In accordance with LR 9021, counsel submitting this document certifies that the order accurately reflects the court's ruling and that (check one):

       This Court has waived the requirement set forth in LR 9021(b)(1).

XXX No party appeared at the hearing or filed an objection to the motion.

       I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document]:

Counsel appearing: \_\_\_\_\_

       I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objected to the form or content of the order

U.S. Trustee: _____	
<input type="checkbox"/> approved the form of this order	<input type="checkbox"/> disapproved the form of this order
<input checked="" type="checkbox"/> waived the right to review the order and/or	<input type="checkbox"/> failed to respond to the document
Other Party: _____	
<input type="checkbox"/> approved the form of this order	<input type="checkbox"/> disapproved the form of this order
<input type="checkbox"/> waived the right to review the order and/or	<input type="checkbox"/> failed to respond to the document

Submitted by:

LEWIS AND ROCA LLP

By: /s/ John Hinderaker.

Attorneys for USACM Liquidating Trust

# # #

Oak Shores II (John E. King)  
Single Loan Claims

Claim #	Date Claim Filed	Name/Address	Total Claim Amount Relating to the Oak Shores II (John E. King) Loan	Unremitted Principal to be Allowed as Claim Relating to the Oak Shores II (John E. King)	Approximate Amount Subject to Objection Because it Relates to an Investment In the Oak Shores II (John E. King) Loan
10725-02558	6/15/2007	Robert C Toombes And Patsy G Toombes Po Box 11665 Zephyr Cove, NV 89448-3665	100,000.00	20,066.89	79,933.11
10725-00537	10/10/2006	Ruegg Living Trust Dtd 11/28/94 Frank C & Margaret S Ruegg Ttees 107 Navigator Ln Friday Harbor, WA 98250-6017	75,000.00	15,050.17	59,949.83
10725-01788	12/13/2006	Spring, Donald W & Evelyn Mae 3153 Canyon Oaks Ter Chico, CA 95928-3987	52,219.00	-	52,219.00
10725-00375	10/2/2006	Underpass Trust Ronald Montesant Tee 5121 Big River Ave Las Vegas, NV 89130	50,000.00	10,033.44	39,966.56
10725-00502	10/9/2006	Wanda Wright Revocable Living Trust C/O Wanda C Wright Trustee 16500 Pyramid Way Reno, NV 89510-8711	54,200.00	-	54,200.00

**EXHIBIT A**